

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

SONTERRA CAPITAL MASTER FUND, LTD., HAYMAN
CAPITAL MANAGEMENT, L.P., and CALIFORNIA STATE
TEACHERS' RETIREMENT SYSTEM on behalf of themselves
and all others similarly situated,

15-cv-5844 (GBD)

Plaintiffs,

ECF Case

- against -

UBS AG, UBS SECURITIES JAPAN CO. LTD., MIZUHO BANK,
LTD., THE BANK OF TOKYO-MITSUBISHI UFJ, LTD., THE
SUMITOMO TRUST AND BANKING CO., LTD., et al.,

Defendants.

DECLARATION OF DOMINIQUE BOURRINET

DOMINIQUE BOURRINET, pursuant to 28 U.S.C. § 1746 and upon penalty of perjury, declares:

1. I hold the position of Group General Counsel at Société Générale (“SG”) in Paris, France and submit this declaration in support of SG’s motion to dismiss the amended complaint in the above-referenced action for lack of personal jurisdiction. The information set forth herein is based on my personal knowledge and a review of records and documents maintained in the regular course of business by SG.

2. SG is, and at all times relevant to this litigation was, a limited liability company (société anonyme) incorporated in France. SG is registered in the French Commercial Register (Registre du commerce et des sociétés) under no. 552 120 222 R.C.S. Paris. SG was originally incorporated in 1864 in France and has been operating as a French banking institution since that

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time. SG's head office is at 29, boulevard Haussmann, 75009 Paris, France, and its administrative offices are at Tour Société Générale, 17, cours Valmy, 92972 Paris-La Défense, France.

3. SG has three core businesses: French Retail Banking; International Retail Banking and Financial Services; and Global Banking and Investor Solutions.

4. As set forth in its 2015 Registration Document (Annual Financial Report 2014), SG has 2,221 branches in France operated under the SG brand, and a total of 3,128 branches in France operating under all of SG Group's brands.¹

5. SG has two branches in the United States, a branch in New York, New York and one in Chicago, Illinois. SG also has an agency office in Dallas, Texas and representative offices in Houston, Texas and, since 2015, in Atlanta, Georgia, Irvine, California and Santa Monica, California. SG does not engage in retail banking in the United States, under the SG brand or any other name.

6. The United States operations of the SG Group comprise a small portion of worldwide activities of the SG Group. For example, in 2014, SG Group as a whole generated €23.6 billion in net banking income, €10.6 billion of which was derived from France compared to only €1.2 billion derived from the United States.² The amount derived from United States represents only about 5 percent of the total net banking income of SG Group.

7. As set forth in SG's 2015 Registration Document, at the end of 2014 SG had a total of 43,290 employees in France.³ SG had a total of approximately 493 employees in the

¹ 2015 Registration Document (Annual Financial Report 2014), at 9, 10, available at https://www.societegenerale.com/sites/default/files/ddr2015_amf_13_03_2015_uk.pdf.

² *Id.* at 72-73.

³ *Id.* at 314.

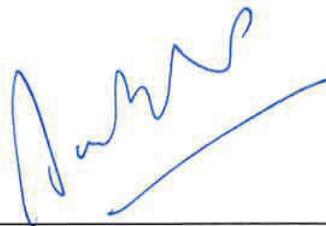
United States at the end of 2014. As a result, SG employs, at most, 1.1 percent of its workforce in the United States.

8. SG maintains a website: <https://www.societegenerale.com>. The site is not interactive. Although it posts information about SG, such as the services that SG provides and provides links to other websites, no services may be ordered and no accounts may be opened through the site.

9. Since January 2006, SG has been a member of the British Bankers Association's Yen LIBOR panel. SG has at all times determined the level at which its Yen LIBOR contributions would be made and transmitted those contributions to Thomson Reuters from SG's offices in London, England. SG employees in New York (or elsewhere in the United States) have never been responsible for or had any role in determining or transmitting SG's Yen LIBOR contributions. Richard Nye (who is referenced in plaintiffs' amended complaint) was not employed by SG in New York or the United States.

10. SG is not now, nor has it ever been, a member of the Japanese Bankers Association's Euroyen TIBOR panel.

Executed on the 21 day of January, 2016.



DOMINIQUE BOURRINET